

National Legal and Policy Center

"promoting ethics in public life"



August 11, 2022

Board Affairs Committee
c/o Mr. Craig S. Morford
Vice President, General Counsel & Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

VIA UPS & EMAIL: [REDACTED]
[REDACTED]

Dear Mr. Morford and Committee Members:

I write, as director of the Corporate Integrity Project for National Legal and Policy Center ("NLPC"), which is a shareholder in Exxon Mobil Corporation ("Company"), to recommend Donald van der Vaart to the Board Affairs Committee ("Committee") as a candidate to serve on the Company's Board of Directors ("Board") starting in 2023. Enclosed is a copy of Mr. van der Vaart's curriculum vitae for the Committee's review as it considers our recommendation.

Mr. van der Vaart would be an outstanding choice for the Board. He fulfills – indeed, he exceeds – all the criteria the Company has published¹ for its desired Board candidates, and he provides experience in areas where the Company's Board lacks expertise.

Mr. van der Vaart has no affiliation with NLPC, but has been a professional associate of mine for nearly two decades, and over time became a personal friend. He has informed me that, if elected for a Company directorship, that he is willing to serve.

Mr. van der Vaart meets the Company's stated criteria for serving on the Board in the following ways:

¹ "Guidelines for the Selection of Non-employee Directors," Exxon Mobil Corporation, Amended Nov. 1, 2016. See <https://exxonmobil.co/3urf9w>.

Headquarters: 107 Park Washington Court, Falls Church, Virginia 22046

Phone: [REDACTED] Email: [REDACTED]

1. **ExxonMobil Criteria:** "Should be individuals who have achieved prominence in their fields."

Qualifications: Mr. van der Vaart has been recognized with honors throughout his educational and career experience. He earned his Ph.D. in chemical engineering, with honors, from prestigious Cambridge University in England, and graduated *Cum Laude* from the North Carolina Central University School of Law.

He has also held several prominent positions throughout his career – and still does. In North Carolina, he was previously the state's Energy Policy Director; was Secretary for the Department of Environmental Quality (reporting directly to the Governor); and is now the state's Chief Administrative Law Judge and Director of the NC Office of Administrative Hearings. He also served on the U.S. Environmental Protection Agency's Scientific Advisory Board.

2. **ExxonMobil Criteria:** "Experience and demonstrated expertise in managing large, relatively complex organizations, and/or, in a professional or scientific capacity, be accustomed to dealing with complex situations, preferably those with worldwide scope."

Qualifications: Mr. van der Vaart fits the bill regarding these criteria. As stated above, he has managed large, complex organizations – previously as North Carolina's Secretary for the Department of Environmental Quality, overseeing more than 4,000 employees with a budget of more than \$400 million, and currently as the head of the state's Office of Administrative Hearings.

As Secretary of NC DEQ, Mr. van der Vaart was responsible for the entire agency that oversees management of the state's vast, rich natural resources, and regulation of its environment. These included: air quality; coastal management; energy, mineral and land resources; marine fisheries; waste management; and water infrastructure and resources. And since much of the federal government's environmental and energy regulations are consigned to the states, he managed those responsibilities and interactions for North Carolina.

As current director of OAH, Mr. van der Vaart leads the state's "independent quasi-judicial agency...to preside in administrative law contested cases. It was created to ensure that the functions of rulemaking, investigation, advocacy and

adjudication are not combined in the administrative process.”² OAH guides and manages the NC rulemaking process and publishes those outcomes to the North Carolina Register and to the North Carolina Administrative Code. OAH also administers hearings for the U.S. Equal Employment Opportunity Commission through its Civil Rights Division, and as Chief Administrative Law Judge (overseeing a team of 10 judges), Mr. van der Vaart renders decisions in contested case hearings.

As the Committee should be able to envision, Mr. van der Vaart has encountered numerous “complex situations” of great magnitude as leader of two major state agencies – one encompassing a broad variety of energy and environmental issues, and the other covering administrative, regulatory, and judicial decision-making. Navigating and cooperating with federal laws and regulations, and its agencies, only further complicates such situations. Mr. van der Vaart has been a team leader and problem-solver in addressing those complexities.

3. **ExxonMobil Criteria:** “Should bring integrity, insight, energy, and analytical skills to Board deliberations, and...reflects the balance, experience, and diversity of the individual directors; their commitment; and importantly, the ability of directors to work effectively as a group in carrying out their responsibilities.”

Qualifications: As you see from the many accomplishments in his curriculum vitae, Mr. van der Vaart is highly motivated, and committed to the organizations he serves, and to the missions to which he is called. Few professions demand greater understanding, insight, and analytical skills than those he has held: chemical engineering and law. His proficiency in both fields present an incredible opportunity for the Company to add sound scientific rationale and legal expertise in one Board member.

Mr. van der Vaart has served on several prestigious state and federal boards, demonstrating his capabilities to work as part of a team to reach consensus decisions on major issues. He has been called to testify many times before U.S. House and Senate committees on issues related to energy and the environment. He brings great integrity from his prior roles, and especially in his current position as North Carolina’s top administrative law judge.

He has been published or co-published in at least four dozen technical, scientific or legal publications or journals. He holds two scientific patents

² “Welcome to OAH,” North Carolina Office of Administrative Hearings. See <https://bit.ly/3yi9RHx>.

relating to his air quality regulatory experience. Mr. van der Vaart's experience and knowledge is not only broad – it's deep.

4. **ExxonMobil Criteria:** "Seeks candidates with diverse backgrounds who possess knowledge and skills in areas of importance to the Corporation."

Qualifications: By now it should be clear that Mr. van der Vaart's expertise and experience far exceed all of the Company's criteria for members of its Board. The areas of his greatest knowledge and skills are those among the greatest importance to the Company: energy and environment, in the fields of policymaking, regulation and the law. Besides his government experience, earlier in his career he worked at different times for a major oil company and an investor-owned public utility.

Mr. van der Vaart's candidacy also presents an opportunity for the Committee to promote greater diversity on the board. Following the placement of the three members during the 2021 Board refreshment, who were advanced by shareholder activists hostile to the Company's core competencies, a recalibration of the Board's makeup is a must. New members – those who deeply understand the Company's primary product, its vitality to the global economy, and its impacts on humanity and the planet – are greatly needed. The world and its people – crushed economically, emotionally and physically – cannot endure further antagonism from forces who seek to destroy the viable energy sector for their own dubious political agendas.

With perhaps two or three exceptions, the Company's current Board lacks the critical expertise and understanding about the industry that Mr. van der Vaart would bring – and none of them combine the knowledge and broad experience he possesses. He also embodies the insight, honesty and the courage so badly needed on the Board, and will articulate scientific and logistical truth as often as it's required.

In conclusion, NLPC presents Mr. van der Vaart as a candidate for the Company's Board in the spirit of cooperation, following our experience earlier this year with Investor Relations and ESG management, when we presented our Board Diversity shareholder resolution, which we subsequently withdrew following some good discussions.

We hope that consideration of Mr. van der Vaart's potential role is similarly regarded and discussed. In our eyes, it is difficult to imagine a candidate who would be more qualified for the Board than he is, and who would help diversify its makeup in a way that is much needed.

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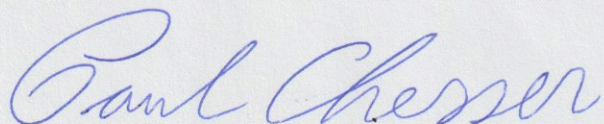
I am happy to be available during business hours for any questions that members of the Committee, or other members of the Board, may have. And of course, Mr. van der Vaart can be available for direct discussions about his experience and his expertise.

I can be reached at [REDACTED] or at [REDACTED].

Mr. van der Vaart can be reached at [REDACTED] or at [REDACTED].

Thank you in advance for your consideration of our Board recommendation.

Sincerely,



Paul Chesser
Director
Corporate Integrity Project

Enclosure: Donald van der Vaart curriculum vitae